



MIDDLESEX-LONDON PARAMEDIC SERVICE

TERMS OF REFERENCE - BY-LAW NO. 1

A By-Law relating generally to the conduct of the business and affairs of the MIDDLESEX-LONDON EMERGENCY MEDICAL SERVICES AUTHORITY, OPERATING AS THE MIDDLESEX-LONDON PARAMEDIC SERVICE (hereinafter referred to as “**MLPS**”)

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. MLPS is a municipal service board body corporate and local board, created pursuant to section 196 of the *Municipal Act*, 2001, S.O. 2001, c.25, as amended or replaced (the “*Municipal Act*”) and is subject to By-law #7234 (updated creation by-law dated June 20, 2023);
- C. The MLPS body corporate has been in operation since October 11, 2011 and provides land ambulance services within the geographic boundaries of the Service Delivery Area;
- D. The MLPS Board of Directors (hereinafter referred to as the “**MLPS Board**”) is a Committee of Middlesex County Council responsible for the management and delivery of land ambulance services in the Service Delivery Area in accordance with the *Ambulance Act*, the *Municipal Act*, and the direction of Middlesex County Council;
- E. Section 238(2) of the *Municipal Act* requires a municipal services boards to pass a procedural by-law governing the calling, place and proceedings of meetings. This By-law sets out such procedural requirements for the MLPS Board; and
- F. This Terms of Reference – By-law No. 1 adopted by the MLPS Board on June 21 has been approved by Middlesex County Council, as required by By-law #7234 (creation by-law dated June 20, 2023), which repeals and replaces all prior iterations of the MLPS By-law No. 1.

NOW THEREFORE the MLPS Board does hereby enact as follows:

1. INTERPRETATION

- 1.1 In this By-Law and all other By-Laws and Resolutions of the MLPS Board, unless the context otherwise requires:
 - (a) “**Ambulance Act**” means *Ambulance Act*, R.S.O. 1990, c. A.19, as amended or replaced;
 - (b) “**Annual Budget**” means the annual budget approved by Middlesex County Council for the MLPS;
 - (c) “**Board Member(s)**” means individual members of the MLPS Board appointed in accordance with subsection 6.6 and section 9 herein and section 11 and subsection 20(d) of Middlesex County By-law No. 7234 (creation by-law) dated June 20, 2023;
 - (d) “**County**” means The Corporation of the County of Middlesex;
 - (e) “**Electronic Meeting Rules**” means the in force electronic meeting rules

contained within Middlesex County Council's in force Procedural By-law, which are to be used by the MLPS Board for electronic meetings with necessary adaptation, as context requires.

- (f) **"Middlesex County Council"** means the Council for The Corporation of the County of Middlesex;
- (g) **"MLPS"** means the Middlesex-London Paramedic Service;
- (h) **"MLPS Board"** means the Board of Directors of MLPS, collectively;
- (i) **"Municipal Act"** means the *Municipal Act, 2001*, S.O. 2001, c.25, as amended or replaced;
- (j) **"Recorded Address"** means, in the case of a Board Member, their address as noted in the records of the MLPS;
- (k) **"Service Delivery Area"** means the designated geographic service area of the County of Middlesex and the City of London; and
- (l) **"Services"** means the provision of land ambulance services as defined in the *Ambulance Act*, within the Service Delivery Area, and includes 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.

1.2 In this By-Law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

1.3 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the *Municipal Act*.

2. PURPOSE OF THE MLPS BOARD

2.1 The MLPS Board was created as a Committee of County Council, with the objective of managing the delivery of land ambulance services in the Service Delivery Area in accordance with the *Ambulance Act*, the *Municipal Act*, and the directions of Middlesex County Council as a municipal service board body corporate.

3. DELEGATED AUTHORITY OF THE MLPS BOARD

3.1 To further the purpose of the MLPS Board as set out in subsection 2.1 above, the MLPS Board has delegated 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 subsection 3.1(a through d inclusive) being subject to contrary direction from Middlesex County Council at any time.

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 3.1(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.

- 3.2 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 Chief Executive Officer/Executive Chair and the Chief of Paramedic Services 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.
- 3.3 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.
- 3.4 The particulars and limits of delegated authority set out in subsections 3.1 through 3.4 above have been approved and directed by Middlesex County Council through sections 6 through 9 of the MLPS' Creation By-law #7234 dated June 20, 2023 (hereinafter referred to as the **"Creation By-law"**), but are subject to section 5 of the Creation By-law.

4. REPORTING

- 4.1 The Chief Executive Officer/Executive Chair, Chief of Paramedic Services, and MLPS staff shall collectively:
- (a) provide appropriate topics for the MLPS Board to consider, with respect to MLPS corporate business affairs, resource management, and land ambulance operations;
 - (b) provide reports and make recommendations to the MLPS Board;
 - (c) provide advice and input to the MLPS Board;
 - (d) provide advice on the best ways of presenting and disseminating information, where appropriate; and
 - (e) inform the MLPS Board of all relevant research, programs, activities, policies or other developments to assist the management of Services by the MLPS Board.
- 4.2 The MLPS Board shall inform Middlesex County Council of all ongoing research, programs, activities, policies or other developments concerning the Services at appropriate times and intervals.
- 4.3 The Chief of Paramedic Services shall make their best effort to be present at every Middlesex County Council meeting in order to respond to questions as required and to address issues relating to the Services that may arise during the course of a Middlesex County Council meeting.

5. VALUES AND PRINCIPLES OF THE MLPS

- 5.1 MLPS adheres to four stated values: collaboration, integrity, respect and excellence. Board Members are expected to adhere to these values when

conducting themselves as Board Members and when the MLPS Board as a whole in performing its delegated functions as a Committee of Middlesex County Council.

5.2 To ensure the appropriate delivery of land ambulance services, the MLPS Board, Chief Executive Officer/Executive Chair, Chief of Paramedic Services, and all MLPS staff shall be guided at all times by the following principles:

- **Patient centred and focused on the whole person** –decisions emphasize the importance of focusing on patients
- **Transparent** – decisions and the processes that inform them are communicated transparently to enhance clarity and inform the expectations of patients, providers and health services.
- **Integrated** – decisions should emphasize improving care across sectors, settings and providers and enhance coordination and collaboration in the system
- **Equitable** – decisions should focus on opportunities to reduce unwarranted variation and improve outcomes for populations, regardless of language, race, age, gender, ethnicity, income, geographic location, or other demographic factors
- **Evidence-based** – with standards themselves rooted firmly in evidence and established by experts, decisions should also be based on evidence related to impact and adoption
- **Achievable** —decisions should take into account issues of feasibility, scalability and capacity in order to maximize impact on the system
- **Future-oriented** —decisions should be made in the interest of achieving a long-term vision for Services and should focus on Services Service to the patients served

6. **BOARD MEMBERS**

6.1 **Powers** – The MLPS Board manages the delivery of land ambulance services in the Service Delivery Area in accordance with the *Ambulance Act*, the *Municipal Act* (as a municipal service board body corporate), and the directions of Middlesex County Council in accordance with the delegated authority set out in section 3 of this By-law #1 as a Committee of County Council. The MLPS Board acts through the passing of resolution and by-law, and operates through the actions of officers, administration and staff.

6.2 **Rights** – Board Members are entitled to receive notice of meetings, to attend meetings, to receive appropriate information from the Chief Executive Officer/Executive Chair, the Chief of Paramedic Services, and staff, and to receive annual financial statements and the report of the auditor.

6.3 **Expectations** – Board Members are expected to read documents in preparation for each meeting, to attend and meaningfully participate in all meetings, and to notify the Secretary of any absences prior to any scheduled meeting.

6.4 **Number** - The MLPS Board shall be comprised of the number of Board Members appointed by Middlesex County Council, provided that the MLPS Board shall not be comprised of less than two (2) voting Board Members and not more than five (5) voting Board Members.

6.5 **Term** - The term of office for Board Members shall be the lesser of

- (a) four years;
- (b) the date of resignation or removal of such Board Member; or
- (c) 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 he or she replaced.

- 6.6 **Appointment** – The MLPS Board shall be comprised of Board Members appointed by the Middlesex County Council. The Appointment of Board Members shall be made by Middlesex County Council in its sole and absolute discretion. Board Members may be designated as voting or non-voting, are appointed to serve solely in an advisory capacity, and may be appointed on any other terms as may be deemed appropriate in the sole and absolute discretion of Middlesex 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.
- 6.7 **Removal** – MLPS Board Members and MLPS Officers 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.
- 6.8 **Vacancies** – The office of a Board Member becomes vacant if the Board Member:
- (a) 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;
 - (b) resigns from their office and such resignation is effective under Section 260 of the *Municipal Act*;
 - (c) is appointed or elected to fill any vacancy in any other office on MLPS other than the office of the Chief Executive Officer/Executive Chair (whom is a Board Member);
 - (d) has their office declared vacant in any judicial proceeding;
 - (e) forfeits their office under the *Municipal Act* or any other act; or
 - (f) dies.
- 6.9 **Voting** – Each Board Member who is a voting Board Member shall be entitled to one (1) vote at any meeting of Board Members. Non-voting Board Members shall not be entitled to vote at any meeting of the MLPS Board.
- 6.10 **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.
- 6.11 **Resignation** - A Board Member may resign from office upon giving a written resignation to the Secretary of MLPS and the Clerk of the County. Such resignation becomes effective when received by MLPS and the County or at the time specified in the resignation, whichever is later.
- 6.12 **Confidentiality** – Board Members may on occasion, be provided with confidential material. Members are not to disclose this material to anyone outside of the MLPS and its legal counsel and are to treat this material with the utmost care and discretion and in accordance with terms of their confidentiality agreement. Members will be expected sign this confidentiality agreement before taking part as a Board Member.
- 7. MEETINGS OF THE BOARD**
- 7.1 **Place of Meetings** - Meetings of the MLPS Board may be held at a location within the geography of Middlesex County or a municipality adjacent to Middlesex County or held electronically as set out in subsection 6.3 below, as posted on the public agenda for the meeting.
- 7.2 **Calling of Meetings** - Meetings of the MLPS Board shall be held from time to time at such place, at such time and on such day as determined by the Meeting Chair. The Secretary will call meetings when directed or authorized by the Meeting Chair. Notice of every meeting so called shall be given to each Board Member not less than 72 hours before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Board Members are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. The Secretary shall place a copy of the Agenda for each meeting on the website for the County. Where a meeting is called upon less than 72 hours advance notice, it shall be the responsibility of the Meeting Chair and the Secretary

to make reasonable efforts to provide notice to those concerned as soon as practicable. Minutes of meetings will be distributed to all Members by the Secretary.

- 7.3 **Electronic Meetings** – At the discretion of the Meeting Chair, meetings of the Board may be held electronically and the electronic nature of the meeting will be confirmed by the Secretary on the posted agenda. Where an electronic meeting is held, the Board shall use the Electronic Meeting Rules contained in Middlesex County's in force Procedural By-law with necessary adaptation to the MLPS Board, as context requires.
- 7.4 **Calling of Special Meetings** – The Chair may at any time call a special meeting, and upon receipt of a petition of the majority of the MLPS Board Members. The Secretary shall summon a special meeting for the purpose and at the time and place mentioned in the petition. Only with an affirmative vote by two-thirds of the MLPS Board Members will items not listed in the petition be considered at a special meeting called under this subsection. If there is no by-law or petition fixing the place of a special meeting, that meeting shall be held at the place where the last regular meeting was held.
- 7.5 **General Rule for Open Meetings** - Except as provided in this section, all meetings shall be open to the public.
- 7.6 **Rules for Closed Meetings** - A meeting or part of a meeting may be closed to the public if the subject matter meets an exception to the matter being open to the public listed in section 239(2) of the *Municipal Act*. Before holding a meeting or part of a meeting that is to be closed to the public, the Authority, operating as MLPS shall state by resolution: (i) the fact of the holding of the closed meeting; and (ii) the general nature of the matter to be considered at the closed meeting.
- 7.7 **Regular Meetings** - The MLPS Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the MLPS Board fixing the place and time of regular meetings of the Board shall be sent to each Board Member forthwith after being passed, but no other notice shall be required for any such regular meetings.
- 7.8 **First Meeting of Board** - The Board may without notice hold its first meeting immediately after the Board is appointed, provided that a quorum of Board Members are present.
- 7.9 **Quorum** – is equal to a majority of voting Board Members appointed by Middlesex County Council.
- 7.10 **Meeting Chair** - The Chief Executive Officer/Executive Chair shall preside over meetings of the MLPS Board as Chair. In the event the Chief Executive Officer/Executive Chair is unable to be present at a meeting, the attending Board Members shall choose one of their number to serve as acting Chair for the purposes of presiding over the meeting.
- 7.11 **Votes to Govern** - At all meetings of the MLPS Board, every question shall be decided by a majority of the votes cast on the question. As a general rule, a meeting shall not be closed to the public during the taking of a vote. Despite Section 244 of the *Municipal Act*, a meeting may be closed to the public during a vote if section 6.6 above (and section 239(2) of the *Municipal Act*) permits or requires a meeting to be closed to the public and the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of MLPS or persons retained by or under contract with MLPS.
- 7.12 **Casting Vote** - In the case of an equality of votes on any question at a meeting of the MLPS Board, the Chair of the meeting shall be entitled to a second or casting vote.
- 7.13 **Conflict of Interest** - Conflict of interest is defined as any instance where a member, partner or close family friend has a direct or indirect financial or non-financial interest in matters under consideration or proposed matters for consideration by the MLPS Board. Board Members must disclose to the Chief Executive Officer/Executive Chair any situation that may give rise to a conflict of interest or a potential conflict of interest, and seek the agreement to retain their position, given the disclosure. Where a Board Member gains agreement to retain

their position on the MLPS Board, the Board Member must not be involved in any related discussion or decision making process.

- 7.14 **Code of Conduct** – Middlesex County Council has approved an MLPS Board Code of Conduct (MLPS By-law No. 3). The Code of Conduct shall be adopted by the MLPS Board and all members of the MLPS Board must read, sign, and abide by the Code of Conduct and shall not be allowed to participate in MLPS Board business until a conflict of interest and confidentiality form has been signed. Board Members shall abide by the Code of Conduct at all times.
- 7.15 **Declaration of Interest** – It shall be the duty of every Board Member who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with MLPS to declare such interest.
- 7.16 **Rules of Conduct and Debate at Meetings** – The following rules shall govern conduct and debate at all meetings of MLPS:
- (a) Every Board Member desiring to speak must be recognized by the Chair of the meeting.
 - (b) Every Board Member, on being recognized by the Chair of the meeting to speak, shall address the Chair. The Chair will permit the Board Member to speak when it is appropriate, so as not to interrupt a matter before the Chair.
 - (c) A Board Member called to order from the Chair shall immediately stop speaking, but with permission of the Chair, may explain and appeal to the MLPS Board. The MLPS Board, if appealed to, shall decide on the case, but without debate. If there be no appeal, the decision of the Chair shall be final.
 - (d) No Board Member shall speak disrespectfully of the reigning Sovereign or of any member of the Royal Family or of the Governor-General, Lieutenant-Governor, or person administering the Government of Canada; or, of this Province; No Board Member shall use offensive words, in or against MLPS, or against any Board Member thereof, nor shall the Board Member speak beside the question in debate. No Board Member shall reflect upon any vote of MLPS, except for the purpose of moving that such vote be rescinded. Any Board Member may ask that a vote be recounted and a vote will be recounted once only.
 - (e) No Board Member shall resist the rules of the Corporation of the County of Middlesex concerning the creation of MLPS, the rules adopted by the MLPS Board, or disobey the decision of the Chair or of MLPS on questions of order or practice, or upon the interpretation of the rules of the MLPS municipal service board body corporate. In case any Board Member shall so resist, or disobey, the Board Member may be ordered by the Chair to leave their seat for that meeting, and in case of the Board Member refusing to do so, may, on the order of the Chair, be removed there from by the Police, but in case of ample apology being made by the offender, may, by vote of the MLPS Board, be permitted forthwith to take their seat.
 - (f) When the Chair is putting the question, no Board Member shall walk across or out of the room, or make any noise or disturbance, nor when a Board Member is speaking shall any other Board Member pass between the Board Member and the Chair, or interrupt the Board Member speaking, except to raise a point of order.
 - (g) When the question under discussion does not appear on the agenda or has not been printed and distributed, any Board Member may require it to be read, at any time of the debate, but not so as to interrupt a Board Member while speaking.
 - (h) No Board Member shall speak more than twice to a question, except in explanation of a material part of their speech in which the Board Member may have been misconceived, but then the Board Member may not introduce a new matter.
 - (i) A Board Member must not, in debate, deviate from the question before the MLPS Board.
 - (j) In all such cases, the Chair shall inform the MLPS Board that the reply of the mover of the original motion closes the debate at whatever time they are of the opinion that a clear understanding of the question has been provided.
 - (k) No Board Member, without leave of the majority of the MLPS Board shall speak to the same question or in reply, for longer than ten minutes.
 - (l) The Board Members shall not leave their places, on adjournment, until the Chair leaves the Chair-position.

8. REMUNERATION AND INDEMNIFICATION

- 8.1 **Remuneration** - The remuneration of Board Members shall be established by Middlesex County Council.
- 8.2 **Indemnity and Insurance of Board Members** - Subject to the provisions of the *Municipal Act*, MLPS shall indemnify a Board Member, a former Board Member, and their respective legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Board Member if:
- (a) they acted honestly and in good faith with a view to the best interests of MLPS; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that his conduct was lawful.
- 8.3 MLPS may purchase and maintain errors and omissions insurance or such other insurance for the benefit of its Board Members as MLPS may from time to time determine.

9. DIRECTORS & OFFICERS

- 9.1 **Appointment** – Middlesex County Council shall appoint:
- (a) a Chief Executive Officer/Executive Chair as a voting Member of the Board;
 - (b) a Chief of Paramedic Services as an officer;
 - (c) a Secretary as a non-voting Member of the Board; and
 - (d) such other officers as Middlesex County Council determines appropriate;
- in accordance with subsections 11 and 20(d) of the Creation By-law and the particulars set out in subsections 9.2 through 9.6 below.
- 9.2 **Chief Executive Officer/Executive Chair** – Middlesex County Council shall appoint a Chief Executive Officer/Executive Chair to manage the corporate business affairs and all aspects of resource management of MLPS in accordance with the direction of the MLPS Board and Middlesex County Council. The Chief Executive Officer/Executive Chair's duties shall be set out in a job description approved by Middlesex County Council. The Chief Executive Officer/Executive Chair shall be a voting Member of the MLPS Board and shall, subject to subsection 6.10, preside over each meeting of the MLPS Board, develop and approve agenda with the Secretary with input from the Chief of Paramedic Services, review and revise meeting minutes, communicate with Board Members, confer with the Chief of Paramedic Services on the planning, delivery, management, and evaluation of paramedic operations, and represent and speak on behalf of the MLPS Board at events and functions.
- 9.3 **Chief of Paramedic Services** – Middlesex County Council shall appoint as an officer of the municipal service board body corporate, a Chief of Paramedic Services who is responsible for *inter alia*, the planning, delivery, management, and evaluation of paramedic operations and advising the MLPS Board, Middlesex County Council, and the MLPS Chief Executive Officer on appropriate standards of paramedic practice and minimum response time. A Chief of Paramedic Service's duties shall be set out in a job description approved by Middlesex County Council. The Chief of Paramedic Services shall not be a Member of the MLPS Board and in addition to any other requirements required in a Middlesex County Council approved job description, shall meet the Ministry certification requirements under the *Ambulance Act* for the purpose of providing land ambulance services.
- 9.4 **Secretary** – Middlesex County Council shall appoint a Secretary to develop meeting agendas based on the instructions by the Chief Executive

Officer/Executive Chair, attend all meetings of the MLPS Board, and take minutes of all such meetings. The minutes of every MLPS Board meeting shall be recorded and circulated the Secretary for confirmation or correction to the Board Members and shall be signed by the Chair as being an accurate account of the proceedings of the MLPS Board. The Secretary shall keep minutes as a permanent record separate from the Corporate Law Minute Book, subject to destruction legislation applicable to MLPS. The Secretary shall provide to MLPS' legal counsel, the Middlesex County Barrister & Solicitor's Office, copies of finalized resolutions, by-laws and such other information or documents requested by legal counsel for MLPS' Corporate Law Minute Book. Any appointed Secretary shall also give, or cause to be given, when instructed, notices required to be given to Board Members, the Corporation of the County of Middlesex, or such other entities or persons as the MLPS Board may direct. The Secretary shall inform the Board Members of the next meeting and shall perform such other duties as may from time to time be prescribed by the MLPS Board.

- 9.5 **Other Officers** – Middlesex County Council may from time to time and at its discretion, appoint such other officers who shall serve MLPS in accordance with their respective engagement call.

- 9.6 **Adoption by MLPS Board** - Following the appointment of MLPS Board Members and MLPS Officers by Middlesex County Council, the MLPS Board shall cause the MLPS body corporate to adopt the Middlesex County Council's appointments.

10. RECORDS RETENTION

- 10.1 The Secretary of the Board shall ensure that all By-Laws, Resolutions, Minutes and proceedings of regular, special or other meetings of the Board and other records considered by the Board shall be retained and preserved in a secure and accessible manner. For the purposes of this section 9.1, the requirement to retain and preserve records in an accessible manner means that the records can be retrieved within a reasonable time and that the records are in a format that allows the content of the records to be readily ascertained by a person inspecting the records.
- 10.2 **Corporate Law Minute Book** – By July 21, 2023, MLPS shall obtain a Corporate Law Minute Book on behalf of MLPS, which shall be kept, maintained, and stored on an annual basis by its legal counsel, the Middlesex County Barrister & Solicitor's Office.
- 10.3 The records of MLPS may only be destroyed if a retention period is established under Section 255 of the *Municipal Act*. The records of the Authority, operating as MLPS or the Board may only be destroyed in accordance with Section 255 of the *Municipal Act*.
- 10.4 Without limiting any subsection contained within this section 9, the MLPS Board shall comply with sections 253, 254 and 255 of the *Municipal Act*.

11. FINANCIAL YEAR

- 11.1 **Financial Year** - The financial year of the MLPS shall be the calendar year.

12. BANKING BUSINESS

- 12.1 **Banking Business** - The banking business of the MLPS shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by the MLPS Board.

13. COMPLIANCE WITH LEGISLATION

- 13.1 **Compliance with Legislation** – The business of the MLPS shall be conducted in compliance with all applicable legislation that relates to the operation of land ambulance services in the Province of Ontario. Further, the business and affairs of the MLPS shall be conducted in a manner that complies with the Creation By-law and this By-law #1 dated June 21, 2023, as amended or replaced.
- 13.2 **Procurement Policy** – Without limiting subsection 13.1 above, MLPS shall follow the in force Procurement of Goods and Services Policy of the County, when conducting purchasing for MLPS.

14. NOTICES

14.1 **Method of Giving Notice** - Any notice, communication or other document required by the *Municipal Act* or the MLPS' By-Laws to be given by the MLPS to a Board Member under any provision of the *Municipal Act*, the By-Laws of the MLPS or otherwise shall be sufficiently given if delivered:

- (a) personally to the person to whom it is to be given;
- (b) if delivered by e-mail to the person to whom it is to be given at the person's last recorded e-mail address; or
- (c) if mailed to such person at their recorded mailing address by prepaid ordinary mail.

A notice so delivered shall be deemed to have been given on the date it is received when it is delivered personally, by e-mail transmission. A notice so mailed shall be deemed to have been received on the fifth day after mailing. The Secretary may change or cause to be changed the recorded municipal address or the recorded e-mail address of any Board Member in accordance with any information believed by such Board Member to be reliable. The Recorded Address or e-mail address of a Board Member shall be the latest municipal address and e-mail address as shown in the records of the MLPS.

14.2 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, "day" means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Saturday, Sunday or holiday the period shall terminate at midnight of the day next following that is not a Saturday, Sunday or holiday.

14.3 **Omissions and Errors** - The accidental omission to give any notice to any Board Member, or the non-receipt of any notice by a Board Member or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.4 **Waiver of Notice** - Any Board Member may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the By-Laws of the MLPS or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

14.5 **Signatures to Notices** - The signatures to any notice to be given by the MLPS may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15. EXECUTION OF DOCUMENTS

15.1 **Signing Officers** - Deeds, transfers, assignments, contracts and obligations of the MLPS may be signed by the Chief Executive Officer/Executive Chair and/or the Chief of Paramedic Services. Notwithstanding this, Middlesex County Council may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

16. CONFLICT WITH MUNICIPAL ACT

16.1 **Conflict** – In the event that any provisions of this By-Law conflict with the *Municipal Act*, the *Municipal Act* shall apply to the extent of any such inconsistency.

17. EFFECTIVE DATE

17.1 **Effective Date** - This By-Law shall come into force when enacted by the MLPS Board. All prior iterations of the MLPS' By-law #1 are repealed upon the passing of this By-law.

Approved by Middlesex County Council on the 20th day of June, 2023 and ENACTED by the MLPS Board on the 21st day of June, 2023

Per:

Name: Bill Rayburn
Title: Chief Executive Officer/Executive Chair

I have authority to bind the body corporate