



VIAMED

Quality Agreement



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1. Parties

The following quality agreement has been reached between Viamed Ltd. hereinafter referred to as Viamed and Libra Medical, hereinafter referred to as LIBRA

2. Purpose

The purpose of this agreement is to ensure that Development, design, manufacturing, testing, packaging, approval release and delivery are in accordance with the quality assurance measures specified in this agreement. Only fault-free articles, according to written specifications and this agreement are supplied. The intended operating reliability is achieved even after delivery. This agreement assumes mutual trust and responsible behaviour by both parties. A general policy is that neither party shall take advantage of any situations arising during the agreement's period of validity.

3. Application and responsibility

The agreement covers all the articles manufactured and supplied by LIBRA according to Viamed's orders.

LIBRA shall be responsible to Viamed for all of LIBRA sub-contractors on the same terms stipulated in this agreement for LIBRA itself. This will be the case irrespective of whether Viamed has approved a sub-contractor and irrespective of whether Viamed has demanded that purchases be made from a particular supplier.

4. Quality control system

LIBRA must have an introduced efficient quality control system which complies in respect with the stipulation in ISO 9001/7.94 and EN 46001/10.93 and which has been third party-certified and approved by a certifying body, notified in the EU, or have already started a process to introduce ISO 9001/9002 and have to comply within the next 12 months. Compliance with quality system requirements must exist each time an article is manufactured, tested, packaged and released.

5. Development/Design

LIBRA shall be responsible for and pursue development/design work so only fault-free articles are supplied according to written specifications. Design shall be verified against functional specifications. Written documents must be prepared for this purpose and cover both the method and measurement results. The documents are to be kept on file according to paragraph 13.

Manufacturing documentation

LIBRA shall assess and prepare all documentation required for manufacture, testing, approval, packaging and release so fault-free articles are supplied according to the written specifications for the respective article. LIBRA shall keep all submitted documentation on file according to paragraph 13.

7. Manufacturing materials and manufacturing components

Viamed shall be responsible for the purchase and arrival tests of materials and components. The materials and components must comply with specifications.

8. Manufacturing and process validation

All manufacturing processes are to be validated, and the method and results are to be documented. The documents must be kept on file according to paragraph 13.

For the assembly of parts of articles LIBRA may only use sub-contractors which have an introduced efficient quality control system which complies with stipulations in ISO 9001 or 9002 or have already started a process to introduce ISO 9001/9002 and which have planned to comply with the stipulations within the next 12 months. "Assembly" refers to the pre-delivery assembly by the subcontractor of multiple components or manufacturing according to drawings instructions.

Manufacturing of pre-production samples series shall be according to paragraph 9.

Series production of new articles and after revisions must be started according to paragraph 9 and parts of articles performed by the same sub-contractors which made these parts of the pre-production samples

Appendix A1

Certificate contents

Deliveries must be accompanied by a certificate specifying that the supplied articles comply with all the written specifications.

Certificates shall be based on documented, approved results from:

The checks the supplier deems necessary to ensure that all delivered articles, including their marking and packaging, comply with specifications, e.g. on arrival inspections of materials and components, inspections during and after the manufacturing process and inspections of marking and packaging.

Certificates must contain the following information, where applicable:

The supplier's company name

Text certifying that all delivered articles comply with all the written specifications of the article.

Viamed's order number.

Viamed's article designation and article number.

The number of approved units

The date the certificate was issued.

A signature, name, tel. no., fax no., and department of the person responsible for ensuring that certificate information is correct.

A signature, name, tel. no., fax no., and department of the person responsible for releasing the articles.

Deliveries without an accompanying certificate will be deemed discrepant/defective. This will also be the case for deliveries containing discrepant/defective articles which were verbally "approved" by some Viamed employee. Any "approval" by Viamed must be in writing, and a copy of same must in such instances accompany the certificate with the discrepancy/defect specified.

The policy of Viamed is to return deliveries deemed to be discrepant/defective.

Quality Records". If and when Viamed requests any final test document on file, citing serial/batch numbers of articles delivered to Viamed, copies of such documents must be retrievable and supplied to Viamed. Documents must be kept on file for 5 years after issuance.

14. Audits

After reasonable notice, Viamed shall (under normal working hours) have the right to visit LIBRA and if possible also the assembly sub-contractors according to paragraph 8 which have not been third party-certified and approved by a certifying body notified in the EU, to carry out a quality audit and check processes and documents on file.

This right of access shall also be ensured when Viamed is the subject of some public agency's inspection and the agency demands to inspect LIBRA or a sub-contractor of LIBRA

15. Quality Information

The continuous exchange of quality information between LIBRA and Viamed is important. This information is the basis for the introduction of requisite improvements in so timely a fashion that safety risks, operational disruptions or production disruptions never occur.

LIBRA must as soon as possible advise Viamed in writing about any technical problems and suspected discrepancies and defects in articles which LIBRA has already delivered to Viamed. LIBRA must ensure that its sub-contractors provide it with the corresponding information.

Viamed must immediately advise LIBRA in writing of any corresponding discoveries.

Discrepant articles for which Viamed submits claims or returns will be processed as complaints. Both Viamed and LIBRA shall process complaints according to ISO9001, paragraph 4.14.2. LIBRA must always, and without delay, advise Viamed in writing of the cause of the discrepancy

the steps taken to prevent repetition of the discrepancy in future

an analysis of the risk of patient injury and functional disruption

other information requested by Viamed in any complaint matter.

The parties agree to inform each other about anything else with an impact on quality, quality control or understandings according to this agreement, including major changes in staff and organisation.

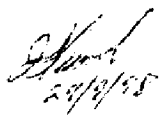
If quality information is addressed to any person other than the respective contract person (see paragraph 16), a copy of this information must always be sent to that contact person.

16. Validity and contact persons

This agreement shall remain in force until either party wishes to make a change in the agreement, these changes will be made by mutual consent and a new agreement issued, collaborate. if changes will be made

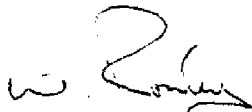
The parties have appointed the following people as contact persons for dealing with technical matters or specific articles according to this agreement:

For Viamed:
J S Lamb
Date


29/9/95

Tel: 44(0)1535 634542
Fax: 44(0)1535 635582

For LIBRA



Tels: 01344 883875
Fax: 01344 896358

Date: 20/10/98

This agreement has been issued in duplicate, one copy supplied to each party-

series. Series production may not employ any other specifications for material, process, measurement equipment, tools or quality control than those approved for manufacturing by Viamed in writing according to paragraph 9.

9. New articles and revisions

Before the manufacturing of new articles starts, pre-production samples series will be manufactured and validated with processes according to these approved documents. The pre-production series must be checked and approved in writing by Viamed. This written approval by Viamed being received series production of a new article may then commence.

If LIBRA plans to make a change, e.g. to use some other material or alter drawings or the production process which leads to a change in the written specification, Viamed must be informed in writing as soon as possible. These changes in written specification of the article must be accepted in writing by Viamed. They may then be introduced, and previously issued documents must be replaced before the revised production starts in (possibly altered) validated processes.

The pre-production samples must be checked and approved in writing by Viamed. This approval by Viamed accordingly documents revised production quality, and series production may start according to the revision.

LIBRA shall perform control measurements of pre-production samples and supply measurement protocols to Viamed showing measurement results confirming LIBRA view that submitted pre-production samples are in compliance with the written specifications.

However, Viamed may inform LIBRA in writing that series production may start at once without the production of preceding pre-production samples.

pre-production samples approved by Viamed, or information designating that series production may start without preceding pre-production samples, do not release LIBRA from responsibility for ensuring that supplied articles comply with the specifications.

The aforementioned written information, documentation prepared by LIBRA measurement protocols and Viamed's written approvals shall be kept on file by LIBRA according to paragraph 13.

10. Tests

LIBRA shall perform tests according to paragraph 6. Protocols shall be kept showing that processes and tests were performed by LIBRA according to the documentation described in paragraph 6. The protocols are to be kept on file according to paragraph 13.

LIBRA must also perform quality control to identify any discrepancies and defects. Each discrepancy and defect must immediately cause steps to be taken, especially when discrepancies/defects are discovered in final inspection. Discrepant/defective or suspicious parts of any batch must be separated from the rest of the batch in an effective manner.

11. Deliveries, release and certificates

Prior to delivery, LIBRA must approve and release articles. Release shall be based on the results of documented, approved tests of materials/components and on tests performed during the manufacturing process up to final inspection, including pre packaging with markings and contents and according to ISO 9001, Paragraph 4.10.4 Final inspection and testing".

LIBRA shall be responsible for ensuring that supplied articles comply with the specifications and stipulate that this is the case in certificates accompanying deliveries (certificate contents are specified in the Appendix A1)

12. Traceability

LIBRA shall ensure traceability between received materials/components, and quality documents on file for articles delivered to Viamed.

13. Filing quality control documents

LIBRA shall file all documents covered by this agreement's points 5, 6, 8, 9, 10, 11 and 15, as well as according to ISO 9001, paragraph 4.10.5 "Inspection and Test Records"1 paragraph 4.16 'Control of

AMENDMENT TO QUALITY AGREEMENT BETWEEN VIAMED LTD AND LIBRA MEDICAL LTD

Paragraphs 6, 7, 10 and 11

See agreement signed between Viamed and Betatherm.

Libra Medical will supply information relating to its part in the manufacturing, testing and delivery process.


Paragraphs 12 and 13

Libra Medical will copy incoming documents from Betatherm and send originals to John Lamb at Viamed.

Paragraph 4

Viamed are aware that Libra Medical are not currently seeking ISO/EN quality approval. Libra Medical is prepared for Viamed to audit its operation as applicable.

For Libra Medical
Date


25/10/98

For Viamed
Date


21/10/98

This amendment has been issued in duplicate, one copy supplied to each party.

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