

# Vendor Supply Terms and Conditions for Retailers

Date: \_\_\_\_\_

Vendor: \_\_\_\_\_

Retailer: \_\_\_\_\_

## 1. Definitions

"Vendor" refers to the company or individual supplying goods.

"Retailer" refers to the business purchasing goods from the Vendor.

## 2. Order and Acceptance

1. All purchase orders must be submitted in writing by the Retailer.
2. Orders become binding upon written acceptance by the Vendor.

## 3. Pricing and Payment

1. All prices are as agreed in writing and are exclusive of taxes unless stated otherwise.
2. Payment terms are net \_\_\_\_ days from date of invoice, unless otherwise agreed.
3. Late payments may incur interest at \_\_\_\_% per annum.

## 4. Delivery

1. Delivery dates are estimates and subject to change.
2. Risk and title transfer upon delivery to the Retailer unless otherwise agreed.
3. Claims for shortages or damages must be reported within \_\_\_\_ days of receipt.

## 5. Returns and Replacements

1. Returns are subject to Vendor's approval and must follow Vendor's return procedures.
2. Defective or non-conforming goods will be replaced or credited at Vendor's discretion.

## 6. Warranties

1. Vendor warrants that goods supplied are free from material defects for a period of \_\_\_\_ months from delivery.
2. Excludes defects due to misuse or unauthorized modification.

## 7. Limitation of Liability

1. Vendor's maximum liability shall not exceed the purchase price of the affected goods.
2. Vendor is not liable for indirect, special, or consequential damages.

## 8. Termination

1. Either party may terminate by written notice for material breach if not remedied within \_\_\_\_ days.
2. On termination, outstanding amounts become immediately due.

## 9. Governing Law

This agreement is governed by the laws of \_\_\_\_\_.

## 10. General Provisions

1. All amendments must be in writing and signed by both parties.
2. If any term is deemed invalid, the remainder remains in effect.

**Vendor Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Retailer Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_