

Wholesale terms and conditions (T&Cs) are critical for 2026 business operations to define the financial and legal relationship between a supplier and a retail buyer. Below are the fundamental clauses for a basic wholesale agreement.

1. Ordering and Minimums

- **Minimum Order Quantity (MOQ):** Specify the minimum number of units or the Minimum Order Value (MOV), often ranging from \$300 to \$600 for first-time buyers.
- **Ordering Process:** Detail how orders must be submitted (e.g., via a [wholesale portal](#), email, or phone) and how confirmation is provided.

2. Pricing and Payments

- **Wholesale Pricing:** State that prices are subject to change without notice and clarify if they are listed in a specific currency (e.g., USD).
- **MSRP Policy:** Define the Manufacturer's Suggested Retail Price (MSRP) and any restrictions on discounting (e.g., no more than 15% off).
- **Payment Terms:** Clarify if payment is **Proforma** (upfront before shipping) or **Net Terms** (e.g., [Net 30](#), due 30 days after delivery).
- **Accepted Methods:** List permitted payment types, such as bank transfer (EFT), credit card, or check.

3. Shipping and Delivery

- **Costs and Carriers:** State who pays for shipping (usually the buyer) and the methods available.
- **Risk and Title:** Specify that ownership and risk of loss pass to the buyer once the goods are picked up by the carrier.
- **Estimated Timelines:** Provide typical processing times while noting that delivery dates are estimates, not guarantees.

4. Returns and Damages

- **Reporting Window:** Set a strict timeframe (e.g., 7–14 days after delivery) for reporting damaged or missing items.
- **Restocking Fees:** Define fees for "unsuitable" returns, often around 15% plus shipping costs.
- **Return Authorization:** Explicitly state that no returns are accepted without prior written approval.

5. Legal Protections

- **Limitation of Liability:** Limit the seller's liability for indirect or consequential damages and cap total damages at the order value.
- **Retention of Title:** Clause allowing the seller to retain legal ownership of goods until they are paid for in full.
- **Governing Law:** Identify the specific jurisdiction (e.g., state or country) whose laws will govern the agreement.

For standard templates, you can consult resources like the LegalZebra Wholesale Template or [Simplisales eCommerce Guides](#).

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