



Terms of Partnership: OffTheRail Brand Collective

1. Introduction & Welcome

Welcome to OffTheRail, a curated collective of like-minded brands redefining style, substance, and community. We are not just a marketplace; we are a movement built on authenticity, collaboration, and a shared passion for breaking from the conventional.

These Terms of Partnership outline the mutual commitments, benefits, and operational guidelines between OffTheRail and your brand ("the Partner").

2. Our Mission & Vision

Mission: To provide a premier digital platform for emerging and established avant-garde brands, connecting them with a global community of discerning customers who value unique design, quality, and story.

Vision: To be the leading authority and destination for alternative fashion and culture, where every brand is a co-creator of the movement.

3. Partnership Models

We offer primary partnership tiers to accommodate brands at all stages of growth:

A) Curated Partner (Commission-Based)

Onboarding Fee: None.

Revenue Share: OffTheRail operates on a commission basis per sale.

Commission Rate: A flat rate of 20% of the final selling price (excluding shipping and taxes).

Term: Month-to-month, with a 30-day notice period for termination by either party.

4. Brand Responsibilities & Commitments

To maintain the quality and integrity of the collective, all Partners agree to:

· Product Quality & Authenticity:

Ensure all products are original, high-quality, and accurately represented. All items must align with the OffTheRail aesthetic of being "off the rail."

Inventory & Fulfilment:

Maintain accurate, real-time inventory levels.

- Fulfil and ship all customer orders within the agreed shipping guidelines as listed on your profile on OffTheRail.

- Adhere to a premium, brand-appropriate unboxing experience.

- Brand Assets:

Provide high-resolution product imagery, brand logos, and compelling brand storytelling copy by agreed-upon deadlines.

- Pricing: Ensure consistent pricing across all direct-to-consumer channels (your own website, etc.).

- Partners are encouraged to offer exclusive products or early access on OffTheRail.

- Communication:

Maintain prompt and professional communication with the OffTheRail team regarding operational, marketing, or customer service matters.

5. OffTheRail Responsibilities & Commitments

We are invested in your success and commit to:

- Platform & E-commerce: Providing a seamless, secure e-commerce platform.

Marketing & Promotion:

- Execution of a multi-channel marketing strategy including SEO, SEM, email marketing, and public relations.

- Featuring Partner brands in dedicated editorial content and social media campaigns.

- Managing and growing the overarching OffTheRail community.

- Customer Service: Handling all front-line customer inquiries, returns, and exchanges, and managing the payment processing. We will act as the liaison between the customer and your brand for specific product issues.

- Sales Reporting: Providing Partners with access to a transparent dashboard for real-time sales, customer data (in accordance with privacy laws), and performance analytics.

6. Financial Terms

- Payouts: Partner earnings (total sales minus commission and any return costs) will be remitted via a bi weekly payment structure that triggers once the customer has received delivery of goods.

Shipping

Brands are encouraged to increase their pricing to offset shipping costs as buyers will be purchasing from varied brands that may be located in different regions. The current process will be as follows: a set shipping amount will be added at checkout e.g R100 that will be equally divided amongst the brands upon payout.

- Returns & Refunds: OffTheRail will manage the return process. The cost of a refunded item will be deducted from the Partner's monthly payout. Partners are responsible for ensuring their return policy is aligned with OffTheRail's standard policy.
- Shipping: Customers pay for shipping at checkout. Partners are responsible for the cost of shipping the product from their facility to the customer.

7. Intellectual Property

- Partner IP:

The Partner retains 100% ownership of its brand name, logos, designs, and other intellectual property.

- License Grant:

The Partner grants OffTheRail a non-exclusive, worldwide license to use its brand assets for the purpose of marketing, promotion, and sale on the OffTheRail platform for the duration of the partnership.

- OffTheRail IP: All content created by OffTheRail, including site content, campaign creative, and the "OffTheRail" name and logo, is the property of OffTheRail.

8. Community & Collaboration

We believe we are stronger together. Partners are encouraged to:

- Cross-promote fellow collective brands on social media.
- Participate in collaborative product drops or themed collections.
- Engage with the OffTheRail community through takeovers, interviews, and virtual events.

9. Term & Termination

- This agreement is effective upon mutual signing.
- Termination can occur:
 - For Convenience:

As per the notice period in the chosen Partnership Model.

For Cause: By either party for a material breach (e.g., consistently late shipping, misrepresentation of products) that is not cured within 14 days of written notice.

- Upon termination, OffTheRail will remove the Partner's products from the site and settle all outstanding financials within 45 days.

10. Confidentiality

Both parties agree to keep confidential business information (sales data, marketing strategies, operational processes) disclosed during the partnership confidential.

Joining the Collective

We are selective to ensure every brand in the collective is a perfect fit. The process is as follows:

1. Application: Submit your brand application via email.
2. Review: Our curation team will review your brand for alignment, quality, and uniqueness.
3. Interview: A virtual meeting to discuss synergy and mutual expectations.
4. Onboarding: Upon acceptance, you will receive a welcome package and be guided through the onboarding process by our dedicated team.

Please find attached the onboarding form to be completed and submitted for review.

We are thrilled that you are considering this journey with us. Let's build the future of fashion, together.

Sincerely,

The OffTheRail Team
admin@offtherail.co.za