

Integration clause

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In contract law, an **integration clause**, **merger clause**, (sometimes, particularly in the United Kingdom, referred to as an **entire agreement**) is a clause in a written contract that declares that contract to be the complete and final agreement between the parties. It is often placed at or towards the end of the contract.

Effect

A contract that has such a clause may be deemed an **integrated contract**, and any previous negotiations in which the parties to the contract had considered different terms will be deemed superseded by the final writing. However, many modern cases have found merger clauses to be only a rebuttable presumption.

In the United States, the existence of such a term is normally not conclusive proof that no varied or additional conditions exist with respect to the performance of the contract beyond those that are in the writing but instead is simply evidence of that fact.

Sample clause

"This Agreement, along with any exhibits, appendices, addenda, schedules, and amendments hereto, encompasses the entire agreement of the parties, and supersedes all previous understandings and agreements between the parties, whether oral or written. The parties hereby acknowledge and represent, by affixing their hands and seals hereto, that said parties have not relied on any representation, assertion, guarantee, warranty, collateral contract or other assurance, except those set out in this Agreement, made by or on behalf of any other party or any other person or entity whatsoever, prior to the execution of this Agreement. The parties hereby waive all rights and remedies, at law or in equity, arising or which may arise as the result of a party's reliance on such representation, assertion, guarantee, warranty, collateral contract or other assurance, provided that nothing herein contained shall be construed as a restriction or limitation of said party's right to remedies associated with the gross negligence, willful misconduct or fraud of any person or party taking place prior to, or contemporaneously with, the execution of this Agreement."

See also

- parol evidence rule

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